



ASSOCIATIONS INCORPORATION ACT 1981 VIC

CONSTITUTION

of **PENINSULA SURFRIDERS CLUB INCORPORATED**

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PART I

INTERPRETATION

NAME OF ASSOCIATION

The name of the Club is Peninsula Surfriders Club Incorporated (Club).

OBJECTS OF CLUB

The objects for which the Club is established are to:

- provide for the conduct, encouragement, promotion and administration of surfing throughout the Mornington Peninsula;
- and in particular ensure the maintenance and enhancement of the Club, and surfing, its standards, quality and reputation for the benefit of the Members and surfing;
- at all times act on behalf of and in the interest of the Members and surfing;
- promote the economic and sporting success, strength and stability of the Club and surfing;
- affiliate and otherwise liaise with Surfing Victoria and Surfing Australia, in the pursuit of these objects and the objects of surfing, if appropriate;
- use and protect the Intellectual Property;
- apply the property and capacity of the Club towards the fulfilment and achievement of these objects;
- promote the involvement and influence of surfing standards, techniques, awards and competitions;
- strive for Governmental, commercial and public recognition of the Club and the sport of surfing;
- pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of surfing;
- represent the interests of its Members and of surfing generally in any appropriate forum on the Mornington Peninsula;
- ensure that environmental considerations are taken into account in all surfing and related activities conducted by the Club;
- encourage Members to realise their potential and athletic abilities by extending to them, as is reasonable, the opportunity of education and participation in surfing competitions and to award trophies and rewards to successful competitors;
- effect such objects as may be necessary in the interests of surfing and the aquatic environment on the Mornington Peninsula; and
- undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

POWERS OF THE ASSOCIATION

Solely for furthering the objects set out above the Club has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

APPLICATION OF INCOME

The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set out in this Constitution.

Except as prescribed in this Constitution:

- no portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.

Nothing contained in clauses 4.1 or 4.2 shall prevent payment in good faith of or to any Member for:

- any services actually rendered to the Club whether as an employee or otherwise;
- goods supplied to the Club in the ordinary and usual course of operation;
- interest on money borrowed from any Member;
- rent for premises demised or let by any Member to the Club;
- any out-of-pocket expenses incurred by the Member on behalf of the Club; or
- any other reason;
provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

LIABILITY OF MEMBERS

The liability of the Members of the Club is limited.

MEMBER'S CONTRIBUTIONS

Every Member of the Club undertakes to contribute to the assets of the Club in the event of it being wound up while the Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Club contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some registered or exempt charity, having objects similar to the objects of the Club and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club by this Constitution. Such registered or exempt charity to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

DEFINITIONS & INTERPRETATION

Definitions

In this Constitution unless the contrary intention appears:

'Act' means the Associations Incorporation Act 1981 Victoria.

'Affiliated Club' means a surfing club which is a member of or otherwise affiliated with Surfing Victoria or SA.

'By-laws' means any by-laws made by the Committee under clause 33.

'Club' means Peninsula Surfriders Club Incorporated.

'Club Delegate' means the person(s) appointed from time to time to act for and on behalf of the Club and to represent the Club at General Meetings of Surfing Victoria or any other meetings where a Club Delegate may be required.

'Committee' means the body consisting of the Committee Members.

'Committee Member' means a member of the Committee (including the President and Secretary) and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

'Constitution' means this Constitution of the Club.

'Financial year' means the year ending 30 June in each year.

'General Meeting' means the annual or any special general meeting of the Club.

'Individual Member' means a person who is accepted as a member of the Club under Part III of this Constitution.

'Intellectual Property' means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Club or any competition, series or event or surfing activity of or conducted, promoted or administered by the Club.

'Life Member' means an individual appointed as a Life Member of the Club under clause 11.2.

'Member' means a member for the time being of the Club under Part III of this Constitution.

'Objects' means the objects provided under clause 2 of this Constitution.

'President' means the President for the time being of the Club.

'Seal' means the common seal of the Club and includes any official seal of the Club.

'Secretary' means the Secretary for the time being of the Club.

'SA' means Surfing Australia Incorporated.

'Special Resolution' means a resolution passed:

at a General Meeting of the Club of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with this Constitution; and

by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication approved by the Club from time to time.

Interpretation

In this Constitution:

- a reference to a function includes a reference to a power, authority and duty;
- a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- words importing the singular include the plural and vice versa;
- words importing any gender include the other genders;
- references to persons include corporations and bodies politic;
- references to a person include the legal personal representatives, successors and permitted assigns of that person;
- a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- a reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

The specification of the objects of the Club in clause 2 and the powers set out in clause 3 of this Constitution, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor that any object or power which is specified in detail is more important than any object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the ejusdem generis rule shall not apply.

The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act, has the same meaning as that provision of the Act.

PART II

THE CLUB AS A MEMBER OF SURFING VICTORIA

STATUS AND COMPLIANCE OF CLUB

Recognition of Club

Subject to compliance with this Constitution, the Club shall administer surfing activities on the Mornington Peninsula in accordance with the objects of the Club.

Compliance of Club

The Members acknowledge and agree the Club shall:

- be or remain incorporated in Victoria;
- appoint a Club Delegate annually to represent the Club at General Meetings of Surfing Victoria, if appropriate;
- nominate such other persons as may be required to be appointed to Surfing Victoria committees from time to time under this Constitution;

PART III MEMBERSHIP

MEMBERS

Classes of Members

The Members of the Club shall consist of:

Individual Members, who shall have the right to be present, to debate and to vote at General Meetings;

Life Members, who subject to this Constitution, shall have the right to be present and to debate and to vote at General Meetings.

Social, PSC / Trigger Junior Crew who shall have the right to be present and to debate at General Meetings but shall have no voting rights; and

Such other classes of membership as determined by the Committee from time to time.

The qualifications for membership of any particular class of membership (if any) shall be determined by the Committee from time to time.

Life Members

The Committee may recommend to the Life Members that any natural person who has rendered distinguished service to the Club and surfing, where such service is deemed to have assisted the advancement of the Club be appointed as a Life Member.

A resolution of the Committee, after unanimous agreement from Life Members, to confer life membership on the recommendation of the Committee must be a Special Resolution.

A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the Register the person shall be a Life Member.

SUBSCRIPTIONS & FEES

The annual membership subscription (if any) and fees payable by Members to the Club, the time for and manner of payment shall be as determined by the Committee.

APPLICATION

Application for Membership

An application for membership by an individual ('applicant') must be:

- in writing on the form prescribed from time to time by the Committee, from the applicant or its nominated representative and lodged with the Club;
- accompanied by the appropriate fee, if any.

Discretion to Accept or Reject Application

The Committee may accept or reject an application whether the applicant has complied with the requirements in clause 13.1 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.

Where the Committee accepts an application the applicant shall become a Member.

Membership of the Club shall be deemed to commence upon acceptance of the application by the Committee. The Secretary shall amend the Register accordingly as soon as practicable.

If the Committee rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club.

Re-Application

Members must re-apply for membership of the Club annually in accordance with the procedures set down by the Club in By-laws or otherwise determined by the Committee from time to time.

Upon re-application a Member must provide details of any change in his or her personal details, and any other information reasonably required by the Club.

Deemed Membership

All individuals which or who are, prior to the approval of this Constitution, members of the Club shall be deemed Members, and thus Members of the Club from the time of approval of this Constitution under the Act.

The Members shall provide the Club with such details as are required by the Club under this Constitution within one month of the approval of this Constitution under the Act.

REGISTER OF MEMBERS**Secretary to Keep Register**

The Secretary shall keep and maintain a Register in which shall be entered (as a minimum):

- the full name, address, class of membership and date of entry of the name of each Member; and
- the full name, address and date of entry of the name of each Committee Member.

Members shall provide notice of any change and required details to the Club within one month of such change.

Inspection of Register

Having regard to confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member or Committee Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

Use of Register

Subject to confidentiality considerations and privacy laws, the Register may be used by the Club to further the objects of the Club, as the Committee considers appropriate.

EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and By-laws;
- they shall comply with and observe this Constitution and the By-laws, and any determination, resolution or policy which may be made or passed by the Committee or any other entity with delegated authority;
- by submitting to this Constitution and the By-laws they are subject to the jurisdiction of the Club;
- the Constitution and By-laws are necessary and reasonable for promoting the objects of the Club and particularly the advancement and protection of surfing as a community service on the Mornington Peninsula; and
- they are entitled to all benefits, advantages, privileges and services of Club membership.

DISCONTINUANCE OF MEMBERSHIP

Notice of Resignation

A Member having paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving notice in writing to the Club of resignation or withdrawal.

Discontinuance by Breach

Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the By-laws or any resolutions or determinations made or passed by the Committee or any duly authorised committee or board.

Membership shall not be discontinued by the Committee under clause 15.2(a) without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

Where a Member fails, in the Committee's view to adequately explain or remedy the breach, that Member's membership shall be discontinued under clause 15.2(a) by the Club giving written notice of the discontinuance.

Failure to Re-Apply

If a Member has not re-applied for Membership with the Club within two months of re-application falling due, that Member's membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this clause 15.3 as soon as practicable.

Member to Re-Apply

A Member whose membership has been discontinued or has lapsed under clause 15.3:

- must seek renewal or re-apply for membership in accordance with this Constitution; and
- may be re-admitted at the discretion of the Committee.

Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any surfing equipment or other property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

Membership may be Reinstated

Membership which has been discontinued under this clause 15 may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

DISCIPLINE

Disciplinary Committee

Where the Committee is advised or considers that a Member has allegedly:

- breached, failed, refused or neglected to comply with a provision of this Constitution, the By-laws or any resolution or determination of the Committee or any duly authorised sub-committee; or
- acted in a manner unbecoming of a Member, or prejudicial to the objects and interests of the Club; or
- brought the Club or surfing into disrepute;
- the Committee may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club as set out in the By-laws and / or implemented by the Club from time to time.

The Committee may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate under the principles and in accordance with the procedures expressed in the By-laws of the Club as is appropriate.

PART IV

GENERAL MEETINGS

ANNUAL GENERAL MEETING

An Annual General Meeting of the Club shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Committee. If no Annual General Meeting is prescribed by the Act, the Club shall hold an Annual General Meeting in accordance with this Constitution, and in order to comply with any requirements of the Act.

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

NOTICE OF GENERAL MEETING

Notice of General Meetings

Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Club. The auditor (if any) and Committee Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.

A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

At least 14 days notice (or if a Special Resolution has been proposed at least 21 days notice) of a General Meeting shall be given to those Members entitled to receive notice, together with:

- the agenda for the meeting;
- any notice of motion received from Members; and
- forms of authority in blank for proxy votes.

BUSINESS

Business of General Meetings

The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors (if an auditor has been appointed), the election of Committee Members under this Constitution and the appointment and fixing of the remuneration of the auditors (if appropriate).

All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in clause 19.1(a) shall be special business.

Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

NOTICES OF MOTION

Notices of Motion to be Submitted

Members shall be entitled to submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.

SPECIAL GENERAL MEETINGS

Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club and, where, but for this clause more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

Requisition of Special General Meetings

The Secretary shall on the requisition in writing of one third of the Members convene a Special General Meeting.

The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Club and may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

If the Secretary does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.

A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 40% of Members represented personally or by their proxies.

President to Preside

The President shall, subject to this Constitution, preside as Chairman at every General Meeting of the Club except:

- in relation to any election for which the President is a nominee; or
- where a conflict of interest exists.

If the President is not present, or is unwilling or unable to preside the Committee shall appoint one of their number to preside as chairman for that meeting only.

Adjournment of Meeting

If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the Chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Except as provided in clause 22.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- by the Chairman; or
- a simple majority of Members.

Recording of Determinations

Unless a poll is demanded under clause 22.4, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

Where Poll Demanded

If a poll is duly demanded under clause 22.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

Members entitled to Vote

Each Member entitled to vote as set out in clause 10.1 shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by him or his validly appointed proxy. The Committee Members shall have the right to attend and debate, but not vote, at General Meetings.

President May Exercise Casting Vote

Where voting at General Meetings is equal the Chairman may exercise a casting vote. The Chairman does not have a deliberative vote.

PROXY VOTING**Proxy Voting Permitted**

Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Committee from time to time, has been duly completed and executed and is lodged with the Secretary at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one proxy vote at any one time.

Proxy

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

PART V - THE COMMITTEE

EXISTING COMMITTEE MEMBERS

The members of the administrative body (by whatever name called) of the Club in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Club shall be managed, and the powers of the Club shall be exercised, by the Committee. In particular, the Committee as the authority for surfing on the Mornington Peninsula shall be responsible for acting on local issues in accordance with the objects and shall operate for the benefit of the Members and the community throughout the Mornington Peninsula and shall govern surfing on the Mornington Peninsula in accordance with the objects of the Club.

COMPOSITION OF THE COMMITTEE

Composition of the Committee

The Committee shall comprise:

- the President;
- the Vice President
- the Secretary
- the Treasurer
- the Contest Director
- the Assistant Contest Director
- the Women's Representative
- the Junior's Representative
- six (6) other Committee Members

who must all be Individual Members and who shall be elected under clause 28.

Portfolios

If the Committee considers it appropriate, in order to further the objects of the Club, it may allocate Committee Members to specific portfolios, with specific responsibilities, as determined in the discretion of the Committee.

Right to Co-Opt

It is expressly acknowledged that the Committee shall have the right to co-opt any person with appropriate experience or expertise to assist the Committee in respect of such matters and on such terms as the Committee thinks fit. Any person so co-opted shall not be a Committee Member, and shall not exercise the rights of a Committee Member, but shall act in an advisory role only.

Appointment of Club Delegate

The Committee shall, from amongst its Members or persons holding other Committee or executive positions, appoint a Club Delegate to attend general meetings of Surfing Victoria in accordance with the Surfing Victoria constitution if the Committee agrees it is appropriate to do so. The person may be re-appointed in any subsequent year.

ELECTION OF COMMITTEE MEMBERS

Nominations of Candidates

Nominations shall be called for by the Secretary at least 14 days prior to the Annual General Meeting. When calling for nominations the Secretary shall also provide details of the necessary qualifications and job descriptions for the positions (if any). Qualifications and job descriptions shall be as determined by the Committee from time to time.

Nominations of candidates for election as Committee Members shall be received at the Annual General Meeting.

Voting procedures

If the number of nominations received is less than or equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Committee.

The elections shall be conducted in such manner as directed by the Committee from time to time.

Term of Office of Committee Members

The Committee Members shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting. Committee Members may be re-elected.

VACANCIES OF COMMITTEE MEMBERS

Grounds for Termination of Office of Committee Member

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- dies;
- becomes bankrupt or makes any arrangement or composition with his creditors generally;
- becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- resigns his office in writing to the Club;
- is absent without the consent of the Committee from meetings of the Committee held during a period of 6 months;
- without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Club;
- is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his interest;
- is removed by Special Resolution;
- has been expelled or suspended from membership (without further recourse under this Constitution); or
- would otherwise be prohibited from being a director of a corporation under the Corporations Act.
- brings the Club's name into disrepute.
- is removed, expelled or suspended by the Board of Management

Remaining Committee Members May Act

In the event of a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of Committee Members, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.

Casual Vacancy

In the event of a casual vacancy in the office of any Committee Member, the Committee may appoint a Member to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

MEETINGS OF THE COMMITTEE**Committee to Meet**

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. Three Committee Members may at any time, and Secretary shall on the requisition of three Committee Members, convene a meeting of the Committee within reasonable time.

Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Member shall for all objects be deemed a determination of the Committee. All Committee Members (except the Chairman) shall have one vote on any question. The Chairman shall have a casting vote where voting is equal, but shall have no deliberative vote.

Resolutions not in Meeting

A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.

Without limiting the power of the Committee to regulate their meetings as they think fit, a meeting of Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that:

- all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
- notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution and such notice specifies that Committee Members are not required to be present in person;
- in the event that a failure in communications prevents clause 29.3(b)(i) from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Constitution to be held then the meeting shall be suspended until clause 29.3(b)(i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and

- any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is a majority of Committee Members, being more than 50% of committee.

Notice of Committee Meetings

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than 3 business days notice of the meeting of the Committee shall be given to each Committee Member.

Conflict of Interest

A Committee Member shall declare his interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of an uncertainty as to whether it is necessary for a Committee Member to absent himself from discussion or refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.

SECRETARY**Secretary to Act as Public Officer**

The Secretary shall act as and carry out the duties of Secretary and Public Officer of the Club and shall administer and manage the Club in accordance with this Constitution.

Specific Duties

The Secretary shall:

- as far as practicable attend all Committee meetings and all General Meetings of the Club;
- prepare the agenda for all Committee and General Meetings of the Club;
- record and prepare minutes of the proceedings of all meetings of the Committee and the Club, and shall use its best endeavours to distribute those minutes to Members promptly from the date of the meeting;
- regularly report on the activities of, and issues relating to, the Club.

PART VI

MISCELLANEOUS

DELEGATIONS

Committee may Delegate Functions

The Committee may create or establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, boards, individual officers and consultants to carry out such duties and functions, and with such powers, as the Committee determines.

Delegation by Instrument

The Committee may delegate such functions other than:

- this power of delegation; and
- a function imposed on the Committee or the Secretary or Public Officer by the Act or any other law, or this Constitution or by resolution of the Club in General Meeting.

Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under clause 29 above. The entity exercising delegated powers shall make decisions in accordance with the objects and objects of the Club, and shall promptly provide the Club with details of all material decisions and shall provide any other reports, minutes and information as the Club may require from time to time.

Delegation may be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

Revocation of Delegation

The Committee may revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

BY-LAWS

Committee to Formulate By-laws

The Committee may formulate, issue, adopt, interpret and amend such By-laws for the property advancement, management and administration of the Club, the advancement of the objects of the Club and surfing on the Mornington Peninsula as it thinks necessary or desirable. Such By-laws must be consistent with the Constitution of the Club and any policy directives of the Committee.

By-laws Binding

All By-laws made under this clause shall be binding on the Club and Members of the Club.

By-laws Deemed Applicable

All clauses, rules, by-laws and regulations of the Club in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-laws under this clause.

Source of Funds

The funds of the Club shall be derived from Member subscriptions, entrance fees, donations, sponsorships and such other sources as the Committee determines.

RECORDS AND ACCOUNTS**Secretary to Keep Records**

The Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Club and the Committee and shall produce these as appropriate at each Committee or General Meeting.

Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Secretary.

Club to Retain Records

The Club shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

Committee to Submit Accounts

The Committee shall submit to the Members at the Annual General Meeting the statements of account of the Club in accordance with this Constitution.

Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any duly authorised Committee Member.

Inspection by Members

All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any Member upon providing reasonable notice of such request to the Secretary provided such request is reasonable and in the interests of the objects of the Club.

AUDITOR

If required by the Act, or the Committee, a properly qualified auditor or auditors shall be appointed by the Club in General Meeting, and the remuneration of such auditor or auditors fixed. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Club in General Meeting.

The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

NOTICE

Manner of Notice

Notices may be given by the Secretary to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised in this Constitution.

SEAL

Safe Custody of Seal

The Secretary shall provide for safe custody of the Seal.

Affixing Seal

The Seal shall only be used by authority of the Committee and every document to which the seal is affixed shall be signed by two Committee Members or one Committee Member and the Secretary.

ALTERATION OF CONSTITUTION

The Constitution of the Club shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any).

In addition, there shall be no alteration or amendment to clauses 38 or 39 without the consent of the relevant Minister or other authorised person under the Act.

INDEMNITY

Committee Members to be Indemnified

Every Committee Member, officer, auditor, manager, employee or agent of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him in his capacity as Committee Member, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

Club to Indemnify Committee Members

The Club shall indemnify its Committee Members, officers, managers and employees against all damages and costs (including legal costs) for which any such Committee Member, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- in the case of a Committee Member of officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
- in the case of an employee, performed or made in the course of, and within the scope of his employment by the Club.

DISSOLUTION

Subject to clauses 6 and 7, the Club may be wound up in accordance with the provisions of the Act.

AUTHORITY TO TRADE

The Club is authorised to trade in accordance with the Act.

GRIEVANCE PROCEDURE

Where a Member of the Club has a grievance with another Member or with the Club (but not being any of the grounds set out in clause 16) and that Member considers the grievance warrants investigation and action by the Club that Member shall follow the following procedure.

Grievances Officer

The Member shall contact, either by telephone or in writing, the Club's grievances officer, appointed by the Committee (but not a member of the Committee), and advise they have a grievance that they wish to discuss. The identity of the nominated grievances officer will be communicated to all Members of the Club by written notice.

Action by Grievances Officer

Where a grievance is received the grievances officer shall meet with, or discuss the grievance with the aggrieved Member. The grievances officer may take whatever steps and conduct whatever investigations necessary to determine if the grievance is legitimate.

Where the grievances officer determines the grievance is legitimate she or he shall take all reasonable steps to resolve the grievance.

Where the grievances officer determines the grievance is not legitimate she or he shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the grievances officer's determination they may take whatever further action they consider necessary or appropriate.

Where the grievances officer is unable to resolve a grievance or considers the grievance of a very serious nature they shall report the grievance to the Secretary and/or the Committee for action.

All grievances received by the grievances officer, and all information surrounding the circumstances of a grievance which is discovered by the grievances officer on investigation shall be confidential and may be communicated only to the Secretary and/or the Committee.

Clause 42 - The Board of Management

The role of the Board of Management is to oversee the governance of the assets of the Peninsula Surfriders Club Inc. and to ensure the Peninsula Surfriders Club Inc. is compliant with all Government and Statutory regulations.

The Board of Management shall consist of the duly elected President and

Timothy Antonie of 60 The Esplanade, Brighton, Victoria

Ian Burns of 111 Grant Road, Mt Eliza, Victoria

David Easton of 74 Green Island Ave, Mt Martha, Victoria

Christopher Fowler of 726 Stumpy Gully Road, Hastings, Victoria

Ronald Gorringer of 13 Dominion Road, Mt Martha

The term of office is five years after which time the member may resign or offer himself for re-election at the next A.G.M. Only two members in any one calendar year may resign.

Should the member not want to offer himself for re-election, nominee(s) will be chosen by a majority vote by the serving members of the Board of Management to be ratified at the next A.G.M.

Notwithstanding Clause 16, the Board of Management may stand down a Committee Member or Members where the Board is advised or considers that a Committee Member has allegedly:

- breached, failed, refused or neglected to comply with a provision of this Constitution or the By-laws
- acted in a manner unbecoming of a Member, or prejudicial to the objects and interest of the Club; or
- brought the Club or surfing into disrepute.

The Committee must seek Board approval for the purchase of assets over the amount of \$1,000.00.

Reasonable transactions in connection with running of contests will be at the discretion of the Committee.

The Board of Management is to meet at least once per annum and at any other time it sees fit. The meeting is to be convened at a time and place convenient to all Board Members.

DATE: Friday 30th June 2006